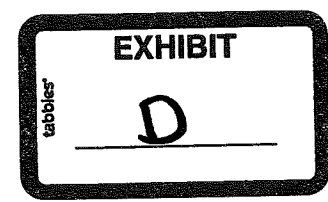


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AMENDMENT NO. THREE

This amendment made this 21 day of Dec, 1995, by and between
United Telephone - Southeast (Telephone Company) and Johnson City Power Board (Power
Company).

WITNESSETH

WHEREAS, Telephone Company and Power Company entered into an
Agreement dated July 1, 1980 (Agreement) and Amended December 31, 1980 and
December 31, 1982 (Amendments) which Agreement and Amendments contain the terms
and conditions governing the joint use of their respective poles; and

WHEREAS, Telephone Company and Power Company now desire to
amend the Agreement to provide for New Rates, per pole attachment, subject to the Provisions of
ARTICLE XIII "Periodical Revision of Adjustment Payment Rate",

NOW, THEREFORE, the parties hereto agree as follows:

Paragraph A of Article XII of the Agreement is hereby amended to read as
follows:

"A. For the 1994 calendar year, adjustment payments per pole due from
Telephone Company to Power Company, subject to the provision of Article XIII, shall be
\$18.25 per annum. Payments from Power Company to Telephone Company, subject to the
provision of Article XIII, shall be \$18.75 per annum.

For the 1995 calendar year, adjustment payments per pole due from Telephone
Company to Power Company, subject to the provision of Article XIII, shall be \$21.00 per annum.
Payments from Power Company to Telephone Company, subject to the provision of Article XIII,
shall be \$21.50 per annum.

For the 1996 calendar year, adjustment payments per pole due from Telephone
Company to Power Company, subject to the provision of Article XIII, shall be \$23.00 per annum.
Payments from Power Company to Telephone Company, subject to the provision of Article XIII,
shall be \$23.50 per annum.

For the 1997 calendar year, adjustment payments per pole due from Telephone
Company to Power Company, subject to the provision of Article XIII, shall be \$25.00 per annum.

Payments from Power Company to Telephone Company, subject to the provision of Article XIII, shall be \$25.50 per annum.

The attachment rate of 'joint-use poles owned by power companies' shall be escalated effective January 1, 1998 and annually thereafter, based on the previous annual Handy Whitman Index for public utility construction cost. The attachment rate of 'joint-use poles owned by Telephone Company' shall be \$0.50 more than the attachment rate of 'joint-use poles owned by power companies.'"

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed in duplicate, and their corporate seals to be affixed thereto by their respective officers thereunto duly authorized, on the day and year first above written.

ATTEST:

Ralph Martin
Secretary

JOHNSON CITY POWER BOARD

By: P. B. [Signature]
Chairman

ATTEST:

James B. Wright

UNITED TELEPHONE - SOUTHEAST

By: William K. Smith